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September 16, 1997

Via UPS Overnight Delivery

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Media Synergies, Inc.
Our File No.: 31640.000

200002295692--2
-09/17/97--01077--015
****122.50 ****122.50

Dear Sir or Madam:

Enclosed please find two original fully executed copies of the Articles of Incorporation for the above referenced corporation for filing. Also enclosed is this firm's check in the amount of \$122.50 to cover the filing fees. Please file one original and certify the copy, and return the certified copy to me via overnight delivery in the enclosed, self-addressed UPS envelope which I have provided. If you have any questions, please call me at (305) 789-3516.

Thank you for your prompt attention to this matter.

Very truly yours,

Carmen Berliner

Carmen Berliner,
Assistant to Teddy D. Klinghoffer

Enclosures

JATDK31640.000SECY-ST.LTR

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 17 AM 10:40

STEARNs WEAVER MILLER WEISSLER ALHADEFF & SITTERSON, P.A.

9/18/97

ARTICLES OF INCORPORATION
OF
MEDIA SYNERGIES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 17 AM 10:40

ARTICLE I - NAME

The name of this corporation is MEDIA SYNERGIES, INC. (the "Corporation").

ARTICLE II - ADDRESS

The mailing address and the principal place of business of the Corporation is 13930 NW 60th Avenue, Miami Lakes, Florida 33014.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is Two Million (2,000,000) shares of common stock, all of which are to have a par value of one cent \$.01 per share.

ARTICLE IV - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

<u>Name</u>	<u>Address</u>
Teddy D. Klinghoffer	150 West Flagler Street Suite 2200 Miami, Florida 33130

ARTICLE VII - INITIAL
BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall be comprised of three persons. The number of directors may be increased and thereafter increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The names and addresses of the members of the initial Board of Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Sid Levy	13930 NW 60 th Avenue Miami Lakes, Florida 33014
Marvin Davidson	13930 NW 60 th Avenue Miami Lakes, Florida 33014
Scott Levy	13930 NW 60 th Avenue Miami Lakes, Florida 33014

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator
is:

Name

Teddy D. Klinghoffer

Address

150 West Flagler Street
Suite 2200
Miami, Florida 33130

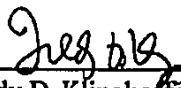
ARTICLE IX - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of
Directors and the shareholders of the Corporation.

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director of
the Corporation, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this
15th day of September, 1997.

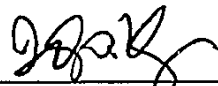


Teddy D. Klinghoffer, Incorporator

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 17 AM 10:40

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.



Teddy D. Klinghoffer, Registered Agent

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